

**AST SPACEMOBILE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

(As of August 15, 2024)

**I. Purpose**

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of AST SpaceMobile, Inc. (the “**Company**”) is to oversee the discharge of the responsibilities of the Board relating to the review and determination of compensation of the Company’s executive officers and directors.

**II. Composition**

The Committee must consist of at least two (2) directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the “**Nasdaq**”), except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws (taking into account any controlled company exception).

Committee members must be appointed by the Board subject to the terms of the Amended and Restated Stockholders’ Agreement dated as of June 5, 2024 (as may be amended or restated from time to time, the “**Stockholders’ Agreement**”), by and among the Company, Abel Avellan (“**Avellan**”), Antares Technologies LLC (“**Antares**”), Vodafone Ventures Limited (“**Vodafone**”), Rakuten Mobile USA Service Inc. (“**Rakuten**”), ATC TRS II LLC (“**American Tower**” and, together with Avellan, Antares, Vodafone and Rakuten, the “**Stockholder Parties**”) and AT&T Venture Investments, LLC (“**AT&T**” and, together with the Company and the Stockholder Parties, the “**Parties**”). Any vacancy on the Committee shall be filled by majority vote of the Board, subject to the terms of the Stockholders’ Agreement. Unless a Chair of the Committee is designated by the Board, the Committee may designate a Chair of the Committee by majority vote of the full Committee membership. Committee members may be removed from the Committee, with or without cause, by majority vote of the Board, subject to the terms of the Stockholders’ Agreement.

**III. Meetings, Procedures and Authority**

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisors (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any advisor it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties and responsibilities under this Charter.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's bylaws, applicable Nasdaq rules and the Stockholders' Agreement for so long it is in effect.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

#### **IV. Duties and Responsibilities**

1. *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer. The Committee will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Compensation.* The Committee will review and set or make recommendations to the Board regarding the compensation of the executive officers other than the Chief Executive Officer.

3. *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based plans and arrangements (the "**Plans**"). The Committee will have the authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to approve grants of cash-based and equity-based awards under the Plans. To the extent permitted by applicable law and the applicable Plan, the Committee may delegate to one or more executive officers of the Company the authority to grant, and make determinations and administer the Plan with respect to, equity-based awards under a Plan to employees and consultants of the Company who are not officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) or directors of the Company.

5. *Compensation Discussion and Analysis.* To the extent that the Company is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in the Company's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the Company's CD&A and will consider whether it will recommend to the Board that the Company's CD&A be included in the appropriate filing.

6. *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent it is required.

7. *Severance and Employment Agreements.* To review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

8. *Risk and Compensation.* To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

9. *Say on Pay.* To the extent that the Company is required to conduct advisory votes on executive compensation pursuant to Schedule 14A of the Securities Exchange Act of 1934, as amended ("**Say on Pay Vote**"), the Committee will review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

10. *Recoupment Policy.* To review and administer the Company's compensation recoupment policies in accordance with applicable law and as the Committee otherwise determines to be appropriate.

11. *Stockholder Engagement.* To oversee, in conjunction with the Board engagement with stockholders and proxy advisory firms on executive compensation matters.

12. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

13. *Committee Self-Evaluation.* The Committee will at least annually perform an evaluation of the performance of the Committee.

14. *Review of this Charter.* The Committee must annually review and reassess the adequacy of this Charter and submit any recommended changes to the Board, or the Nominating and Corporate Governance Committee, for its consideration.

## **V. Delegation of Duties**

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

## **VI. Stockholders' Agreement**

For so long as the Stockholders' Agreement is in effect, this Charter will be interpreted to be consistent with such agreement.